

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,¹

Reorganized Debtors.

) Chapter 11
)
) Case No. 01-01139 (KJC)
) (Jointly Administered)
)
) Re docket no. 32470
)

**CERTIFICATE OF COUNSEL CONCERNING THE REORGANIZED DEBTORS'
OBJECTION TO CLAIM NO. 6078 FILED BY IRVING SHAFFER, AS TRUSTEE OF
THE SHAFFER REALTY NOMINEE TRUST AND OF THE BIM INVESTMENT
TRUST (SUBSTANTIVE OBJECTION), DOCKET NO. 32470**

1. On December 12, 2014, the Debtors filed their motion for *Objection to Claim no. 6078 Filed by Irving Shaffer, as Trustee of the Shaffer Realty Nominee Trust and of the BIM Investment Trust (Substantive Objection)*, docket no. 32470 (the “Objection”).² The objection deadline for the Motion was January 12, 2015. No objections were filed prior to the objection deadline.

2. After extensive good-faith negotiation among the Reorganized Debtors, Claimant and Argo Partners (to which Claimant assigned the right to payment for Claim no. 6078), the settlement agreement (the “Settlement Agreement”) attached as Exhibit I to the form of order attached hereto as Exhibit A (the “Order”) The form of the Order was negotiated in good faith among the parties. On January 12, 2015, the parties executed the Settlement Agreement.

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”).

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

In view of the foregoing, Debtors respectfully request entry of an order substantially in the form of the order attached to the Motion, which is attached to the form of order as Exhibit A. Exhibit B contains a comparison of the proposed form of order to the form filed with the Motion.

Dated: January 13, 2015

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